



PART OF DIC

INVITATION TO  
THE ANNUAL  
GENERAL MEETING  
OF VIB VERMÖGEN AG  
2023

Virtual General Meeting  
Tuesday, July 4, 2023 | 10.00 a.m. CEST



**VIB Vermögen AG**  
**Neuburg / Danube**

ISIN DE000A2YPDD0 / WKN A2YPDD  
**Invitation to the Annual General Meeting**

We hereby invite the shareholders\* in our company to the  
**Annual General Meeting**

on

**Tuesday, 4 July 2023**  
**at 10.00 a.m. CEST,**

which will take place solely as a virtual general meeting  
without the physical presence of shareholders or their proxies  
at the venue for the Annual General Meeting.

Please note the comments on attending the virtual Annual General Meeting below, after the agenda.

\* To improve legibility only the masculine form of certain German nouns referring to people is used. All references to people apply equally to individuals of all genders.

### **Agenda**

- 1. Presentation of the adopted financial statements of VIB Vermögen AG and the approved consolidated financial statements for the financial year 2022, the management reports for VIB Vermögen AG and the VIB Group and the Supervisory Board report for the financial year 2022**

## **2. Resolution on the use of distributable profit for the financial year 2022**

The Managing Board and Supervisory Board propose to carry forward the distributable profit for the financial year 2022 of EUR 53,890,826.65.

## **3. Resolution on discharging the Managing Board of liability for the financial year 2022**

The Managing Board and Supervisory Board propose to discharge the members of the Managing Board of liability for financial year 2022.

## **4. Resolution on discharging the Supervisory Board of liability for the financial year 2022**

The Managing Board and Supervisory Board propose to discharge the members of the Supervisory Board of liability for financial year 2022.

## **5. Resolution on the remuneration of the Supervisory Board**

The company modified its method of accounting for the investment properties in its consolidated financial statements in financial year 2022. The previous fair value accounting in line with IAS 40 was changed to the cost model defined in IAS 40 in conjunction with IAS 16. This means that valuation gains and losses are no longer recognised in the consolidated income statement. The investment properties are depreciated over their useful lives instead. Previously, the variable remuneration for the Supervisory Board was based on EBIT, which includes the net change in fair value recognised in the income statement. In order to bring the assessment base for the variable component of Supervisory Board remuneration into line with the change in the accounting method in 2022, from 2022 onwards the assessment base should no longer be EBIT (i.e. including the net change in fair value), but rather EBITDA, which does not include depreciation or impairment losses on investment properties and so corresponds to the previous EBIT, before the accounting method was changed. Total annual remuneration for each member of the Supervisory Board should also be capped. For 2022 the cap relates to the amount of the increase due to the change in the way the variable remuneration is calculated. Otherwise, the existing remuneration system for the Supervisory Board should be maintained, since the company's governing bodies consider that it has performed well overall in terms of the responsibilities of the Supervisory Board members and the company's position.

The Managing Board and Supervisory Board propose the following resolution:

- a. Each member of the Supervisory Board receives annual fixed remuneration of EUR 3,000.00 for each full year of their membership of the Supervisory Board, in addition to the reimbursement of their expenses. The Chair of the Supervisory Board receives twice the amount of fixed remuneration and the Vice Chair one-and-a-half times the amount of fixed remuneration. Any German VAT payable on the remuneration also forms part of the reimbursable expenses.
- b. In addition, the Supervisory Board members receive variable remuneration. The assessment base for the variable remuneration is EBITDA (annual earnings before interest, taxes, depreciation and amortisation) as recognised in the company's financial statements for the respective year. To the extent that consolidated financial statements are prepared, the assessment base is the EBITDA recognised in the consolidated financial statements. The variable remuneration for each ordinary Supervisory Board member is EUR 200.00 for each cent that the relevant EBITDA exceeds the amount of EUR 0.60 per share. The Chair of the Supervisory Board receives twice the amount of variable remuneration and the Vice Chair one-and-a-half times the amount of variable remuneration.
- c. Total remuneration for each Supervisory Board member may not exceed EUR 50,000.00 per year. Total remuneration for the Chair of the Supervisory Board is capped at twice this amount and for the Vice Chair at one-and-a-half-times this amount. Reimbursement of expenses, including German value added tax, is not included in the total maximum remuneration.
- d. The remuneration for the Supervisory Board is payable after the financial statements have been adopted for the past financial year or after the consolidated financial statements have been approved.
- e. The company may provide Supervisory Board members with insurance, in particular in the form of Directors' and Officers' (D&O) insurance, to cover their statutory liability for their work on the Supervisory Board.
- f. The remuneration system defined in a) to e) above applies as of financial year 2022 (in line with the change in the accounting method in 2022) and in subsequent financial years.

## **6. Resolution on elections to the Supervisory Board**

Mr Johannes von Mutius was appointed as a new Supervisory Board member of the company by order of Ingolstadt District Court on 6 February 2023 to replace a departing Supervisory Board member. The intention is now that he should be elected as a new Supervisory Board member by the Annual General Meeting.

In accordance with Sec. 95 (1) German Stock Corporation Act (AktG) in conjunction with Art. 6 (1) sentence 1 of the company's articles of association, the company's Supervisory Board consists of four members and only comprises shareholder representatives in accordance with Secs. 96 (1) AktG, 100 (1) AktG. If a Supervisory Board member is elected to replace a member departing prematurely, their term of office is for the remainder of the term of office of the departing member, in accordance with Art. (2) of the company's articles of association. They may be re-elected. The general meeting is not bound by nominations for election.

The Supervisory Board therefore nominates Mr Johannes von Mutius, Management Board member of DIC Asset AG, Frankfurt am Main, resident in Königstein, Taunus, for election to the company's Supervisory Board in accordance with Art. 6 (2) of the articles of association, for the period from the close of this Annual General Meeting until the end of the general meeting passing a resolution on discharging the Supervisory Board of liability for the financial year 2025.

Seats held by Mr von Mutius on other statutory supervisory boards:

DIC Real Estate Investment GmbH & Co. KGaA, Frankfurt am Main  
(Supervisory Board member)

Seats held by Mr von Mutius in similar supervisory boards of economic entities in Germany or abroad:

None

## **7. Election of the auditors for the financial statements and consolidated financial statements for financial year 2023**

The Supervisory Board proposes to the Annual General Meeting to elect BDO AG, Wirtschaftsprüfungsgesellschaft, Munich, as auditor of the company's financial

statements and consolidated financial statements and as the auditor for any review of interim financial reports.

**8. Resolution authorising the Managing Board to provide for virtual general meetings to be held (amendment to Art. 9 (1) of the articles of association)**

The new Sec. 118a (1) sentence 1 AktG makes it possible to allow in the articles of association or to authorise the Managing Board to hold the general meeting without the physical presence of shareholders or their proxies at the venue of the general meeting (virtual general meeting). Sec. 118a (5) AktG provides that any such authorisation in the articles of association is only permitted for a period of up to five years after it is entered in the commercial register. A corresponding authorisation should be included in the articles of association of VIB Vermögen AG. The Managing Board and Supervisory Board are of the opinion that generally speaking, the format of the virtual general meeting has proved its worth in the past three years, when general meetings were also held in virtual form because of the restrictions due to the covid pandemic. The virtual general meeting, as it is now permanently defined in Sec. 118a AktG, gives shareholders significantly more rights than the types of virtual general meeting that have been defined on a provisional basis since 2020. They now correspond largely to the rights of shareholders in a general meeting at which they are physically present. As a closer approximation of physical general meetings, the new form of virtual general meeting provides for direct exchanges between shareholders and managers by video communication during the general meeting, for example. In particular, shareholders have a right to table motions, nominate candidates for election and to speak during the virtual general meeting. The shareholders also have an information right. If it holds virtual general meetings, VIB Vermögen AG is not planning to permit questions to be submitted before the meeting and to restrict in the invitation the scope of questions that can be submitted. There may nevertheless be reasons to hold the company's general meetings as physical general meetings, and not to make use of the opportunity to hold virtual general meetings. Before convening a general meeting, the company will therefore examine in each case whether it should be held as a virtual or a physical general meeting. When deciding on the format of the general meeting the Managing Board will take into account the items on the agenda, the aim of involving as many shareholders as possible, cost aspects, health and safety and sustainability considerations. The authorisation in the articles of association for the Managing Board to hold virtual general meetings is limited to five years after it is entered in the commercial register.

The Managing Board and Supervisory Board therefore propose the following resolution:

Art. 9 (1) of the company's articles of association is expanded by sentences 2 to 4 and now reads altogether as follows:

“(1) The general meeting is held at the company's place of business or another venue in Bavaria. The Managing Board is authorised to provide that the general meeting is held without the physical presence of shareholders or their proxies at the venue of the general meeting (virtual general meeting). This authorisation applies for a period of five years after this passage of the articles of association is entered in the commercial register for the company. All the rules in these articles of association for general meetings apply to the virtual general meeting, unless otherwise provided by binding legal provisions or these articles of association determine otherwise.

**9. Resolution on the opportunity for Supervisory Board members to attend virtual general meetings by means of audio and video link (amendment to Art. 14 of the articles of association)**

As a rule, Supervisory Board members attend the general meeting in person. Sec. 118 (3) sentence 2 AktG enables the articles of association to provide in certain cases that the Supervisory Board members may attend the general meeting by means of an audio and video link. The Supervisory Board members, with the exception of the person chairing the meeting, have no active role to play in the general meeting and cannot physically interact with shareholders at a virtual general meeting. In the opinion of the Managing Board and the Supervisory Board it is therefore legitimate for the Supervisory Board members, with the exception of the person chairing the meeting, to take part by means of an audio and video link in any virtual general meetings that are held. The Supervisory Board members' attendance by way of audio and video link has no impact on the shareholders and their rights, but saves time and expense and is more sustainable since it requires no travel.

The Managing Board and Supervisory Board therefore propose the following resolution:

Art. 14 of the company's articles of association is expanded to include the following new paragraph 6, which is currently cancelled:

“(6) Members of the Supervisory Board are permitted to attend virtual general meetings by way of audio and video link.”

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### **Curriculum vitae for Johannes von Mutius**

Currently a member of the Supervisory Board of VIB Vermögen AG

Place of residence: Königstein im Taunus

Court appointed since: 6 February 2023

Court appointed until: Annual General Meeting 2023

### **Personal data:**

Year of birth: 1969

Nationality: German, Swiss

### **Professional experience**

2015 to date DIC Asset AG, Frankfurt am Main, Chief Investment Officer (CIO)

2007 to 2015 DIC AG & Co. KGaA, Frankfurt am Main, Management Board member

2003 to 2007 DIC Group, various senior positions (Senior Portfolio Manager, Head of Sales Acquisitions, Deputy Management Board member)

2000 to 2003 Regional construction and project development company, Hamburg, Head of Investment and Sales

### **Education**

- Degree in Business Studies, Passau and Berlin (Dipl. Kaufmann), obtained: 2000
  - Abitur (school leaving exam): 1988
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## Documents

From the time the Annual General Meeting is convened, this invitation and the following documents are available for downloading from the company's website at

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting:

- the adopted financial statements of VIB Vermögen AG and the approved VIB consolidated financial statements for the financial year 2022, the management reports for VIB Vermögen AG and the VIB Group for 2022 and the Supervisory Board report for the financial year 2022 (agenda item 1);
- the Managing Board's proposal for the use of distributable profit for financial year 2022 (agenda item 2);
- the CV of the candidate Johannes von Mutius (agenda item 6);
- the report by the Managing Board on the use of Authorised Capital 2022 excluding shareholders' subscription rights; and
- the company's articles of association (agenda items 8 and 9)

These documents will also be available from the company's website during the Annual General Meeting.

## Holding the Annual General Meeting as a virtual general meeting without the physical presence of the shareholders and their proxies

All the times mentioned in the following sections are Central European Summer Time (CEST), the time zone for Germany. In terms of the coordinated universal time (UTC), this corresponds to UTC = CEST minus two hours.

The Managing Board has decided with the approval of the Supervisory Board on the basis of Sec. 26n (1) Introductory Act to the German Stock Corporation Act (EAG AktG), that the Annual General Meeting will be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual general meeting pursuant to Sec. 118a (1) sentence 1 AktG).

The Annual General Meeting will take place in the physical presence of the person chairing the meeting, the members of the Managing Board and the members of the Supervisory Board (unless they attend exceptionally by way of audio and video link) at the company premises,

Tilly-Park 1, 86633 Neuburg / Danube. A notary engaged to record the minutes of the Annual General Meeting and the proxies appointed by the company will also be present at the venue.

By contrast, shareholders and their proxies (with the exception of the proxies appointed by the company) may not be present at the venue for the Annual General Meeting.

All shareholders registered in the share register and their proxies can follow the entire Annual General Meeting live on Tuesday, 4 July 2023 from 10.00 am (CEST) by audio and video link on the password-protected investor portal available online at

<https://www.vib-ag.de>

under Investor Relation/Annual General Meeting. The following section “Access to the password-protected investor portal and electronic connection to the meeting” describes how shareholders and their proxies can access the password-protected investor portal. Shareholders or their proxies can only exercise their voting rights via postal voting (also using electronic communications) or by authorising the proxies appointed by the company in accordance with the instructions below.

**With regard to the special features of the virtual Annual General Meeting we ask shareholders to read the following notes on registration, on the video and audio link and the electronic connection, and on the exercise of shareholder rights in connection with the Annual General Meeting.**

The proposed votes on agenda items 2 to 9 are binding. Shareholders can vote Yes, No or Abstain or not cast their vote at all.

#### **Access to the password-protected investor portal and electronic connection to the meeting**

Shareholders entered in the share register receive the log-in data for the investor portal along with their personal invitation. The investor portal is accessible on the company website

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting. The entire Annual General Meeting can be followed electronically via a live video and audio link. Shareholders entered in the share

register who have registered properly for the Annual General Meeting in accordance with the terms below, and their proxies, may also establish an electronic connection to the Annual General Meeting and so attend the meeting and exercise their shareholder rights via the password-protected investor portal at the company's website

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting. However, neither the live transmission of the Annual General Meeting or the electronic connection to the Annual General Meeting enable attendance at the Annual General Meeting within the meaning of Sec. 118 (1) sentence 2 AktG or the exercise of voting rights via electronic attendance within the meaning of Sec. 118a (1) sentence 2 no. 2 AktG.

Pursuant to the statutory requirements, shareholders entered in the share register after 00.00 in the morning on 13 June 2023 (CEST) will not receive any invitation and so also no log-in data for the investor portal, unless they request one. They can request the invitation and the necessary log-in data from the registration address mentioned below, in the section "Conditions for attending the virtual Annual General Meeting and exercising voting rights".

Authorised intermediaries (e.g., banks) and individuals or institutions with the same status under Sec. 135 (8) AktG (proxy advisers, shareholder associations or brokers) and other proxies can follow the entire Annual General Meeting via the password-protected investor portal and establish an electronic connection to the Annual General Meeting. Please note that authorised third parties require their own log-in data for the investor portal. Shareholders can generate the log-in data for authorised third parties via the investor portal.

### **Conditions for attending the virtual Annual General Meeting and exercising voting rights**

According to Art. 9 (4) of the company's articles of association, those shareholders entered in the share register that register for the Annual General Meeting in good time are entitled to attend (i.e., to establish an electronic connection to the Annual General Meeting) and to exercise their voting rights.

The registration must be in text form in German or English and must be received by the company at least six days before the Annual General Meeting (not counting the date of the Annual General Meeting and the date the registration is received), i.e. no later than midnight

on 27 June 2023 (CEST) by electronic means using the password-protected investor portal provided by the company on its website at

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting, or by post or email to the following address:

VIB Vermögen AG  
c/o Computershare Operations Center  
80249 Munich  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Shareholders receive the log-in data to use the password-protected investor portal as described above in the section, “Access to the password-protected investor portal and electronic connection to the meeting”.

#### **Free availability of shares and changes of ownership in the share register**

Sec. 67 (2) sentence 1 AktG stipulates that only shareholders entered in the share register have rights and obligations under shares with regard to the company. The status of the share register on the date of the Annual General Meeting is decisive for attendance at the virtual Annual General Meeting and for the number of voting rights held by a properly registered shareholder or their proxy for the Annual General Meeting. Please note that for technical reasons, in the period from midnight on 27 June 2023 (CEST), known as the technical record date, until the close of the date of the Annual General Meeting, no share transfers will be recorded in the share register. The status of the share register on the date of the Annual General Meeting is therefore the same as the status at midnight on 27 June 2023 (CEST).

Shares are not frozen or blocked by registration for the Annual General Meeting. Shareholders can therefore still dispose freely of their shares, even after registering for the Annual General Meeting and despite the fact that no changes of ownership are recorded. However, the buyers of shares whose requests to enter the change of ownership in the share register are received by the company after 27 June 2023 can only exercise their right to follow the entire Annual General Meeting by audio and video link and exercise their share rights under these shares if they are authorised accordingly by the shareholder still entered in the share register. All buyers of company shares that have not yet been entered in the share

register are therefore requested to submit their requests for the share transfer to be recorded as quickly as possible.

## Voting procedure

### Postal voting

Shareholders have the option of casting their votes by postal vote as described below, also without attending the Annual General Meeting. In this case the shareholders must also be entered in the share register and registered in good time for the Annual General Meeting as described above. Votes cast by postal vote that cannot be allocated to a properly registered shareholder are void.

Postal voting takes place either in writing or by means of electronic communications. For sending, revoking or amending electronic postal votes the company offers the password-protected investor portal on its website at

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting. It can be used to exercise voting rights electronically, also on the day of the Annual General Meeting (04 July 2023), up to the close of voting (the time of which is determined and announced by the chair of the meeting in the audio and video stream).

The form sent with the shareholder's personal invitation can be used for postal voting in writing. A form for postal voting in writing is also available from the company's website at

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting. Even if shareholders have registered in good time for the Annual General Meeting, votes cast by written postal vote and not via the investor portal must be received by the company by no later than 6.00 pm (CEST) on 3 July 2023 by mail or email at the following address:

VIB Vermögen AG  
c/o Computershare Operations Center  
80249 Munich  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Authorised intermediaries (e.g., banks) and individuals or institutions with the same status under Sec. 135 (8) AktG (proxy advisers, shareholder associations or brokers) and other proxies may use postal voting.

Shareholders receive the log-in data to use the password-protected investor portal as described above in the section, “Access to the password-protected investor portal and electronic connection to the meeting”.

### **Proxies appointed by the company**

Shareholders also have the opportunity of exercising their voting rights in the Annual General Meeting via the proxies appointed by the company, as described below. Shareholders wishing to authorise proxies appointed by the company must be entered in the share register in accordance with the conditions described above and register in good time for the Annual General Meeting. The proxies appointed by the company are only available for the exercise of voting rights and if they are authorised, only exercise the voting right in accordance with the instructions given to them. Proxies appointed by the company are not entitled to exercise voting rights without instructions from the shareholder. Proxies appointed by the company do not accept instructions for making speeches or requests for information, for tabling motions or nominating candidates for election, for requesting that questions be recorded in the minutes or for lodging objections to resolutions taken at the Annual General Meeting. A form for authorising proxies appointed by the company and giving them instructions is sent with the registration documents. This form is also available for downloading from the company's website at

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting. Authorisations and instructions for proxies appointed by the company must be sent to the company in text form.

Regardless of whether the shareholders have registered in good time, authorisation and instructions may be given to the proxies appointed by the company using the password-protected investor portal provided by the company on its website at

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting, also on the day of the Annual General Meeting (4 July 2023), up to the time determined for voting purposes by the person chairing the meeting (whereby this time is determined and announced by the chair of the meeting in the audio and video stream). Shareholders receive the log-in data to use the password-protected investor portal as described above in the section, “Access to the password-protected investor portal and electronic connection to the meeting”.

Even if shareholders have registered in good time for the Annual General Meeting, authorisations and instructions given to proxies appointed by the company other than via the investor portal must be received by the company by no later than 6.00 pm (CEST) on 3 July 2023 by mail or email at the following address:

VIB Vermögen AG  
c/o Computershare Operations Center  
80249 Munich  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

### **Authorisation of other people**

Shareholders entered in the share register who do not wish to exercise their voting rights at the Annual General Meeting themselves by postal voting or by giving authorisation and instructions to the proxies appointed by the company, may also have their voting rights at the Annual General Meeting exercised by another proxy, e.g., an intermediary (a bank, for example), a shareholder association, a proxy adviser or another person of their choice. In this case the shareholders must also be entered in the share register and registered in good time for the Annual General Meeting as described above. The shareholder’s proxy may not physically attend the Annual General Meeting, unlike the proxies appointed by the company. To the extent permitted by law, the shareholder’s proxy may only exercise the voting right by postal voting or by giving authorisation and instructions in turn to the proxies appointed by the company. The comments above apply accordingly.

Intermediaries (such as banks), shareholder associations, proxy advisers and individuals who offer to exercise shareholders' voting rights as a professional service may only exercise voting rights for shares, they do not own but for which they are entered as holders in the share register, within the limits defined by the articles of association, on the basis of an authorisation or power of attorney.

The authorisation, its revocation and evidence of the authorisation for presentation to the company must be in text form pursuant to Sec. 134 (3) sentence 3 AktG. The requirement for text form does not apply, but other special conditions do apply to the authorisation of a shareholder association, a bank or other intermediary covered by Sec. 135 AktG or a person or institution with the same status as they have under Sec. 135 AktG, as well as to the revocation and evidence of authorisation. Shareholders are requested in this case to agree in good time with the person or institution to be authorised on any particular form the authorisation should take and on the authorisation procedure.

A form that can be used for the authorisation will be sent to shareholders with the registration documents. This form is also available for downloading from the company's website at

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting. Proxies may also be authorised directly via our password-protected investor portal at

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting. The declaration authorising a proxy can be made to the proxy or to the company. Evidence that a proxy has been authorised can be sent to the company by post or email at the following address:

VIB Vermögen AG  
c/o Computershare Operations Center  
80249 Munich  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The communications channels mentioned above and the password-protected investor portal are also available if a proxy is to be authorised by means of a declaration to the company; in



this case there is no need for separate evidence that a proxy has been authorised. An authorisation may be revoked by a direct declaration to the company via the communications channels mentioned above or via the investor portal (see further details below). If they are sending authorisations, evidence of authorisation and any revocation to the company by post, we ask our shareholders to ensure that they are received by the company by 6.00 pm on Monday, 3 July 2023 (CEST).

If a shareholder authorises more than one proxy, the company can reject one or several of them.

Shareholders are obliged to notify proxies that their personal data will be forwarded and processed in accordance with the EU General Data Protection Regulation and the German Federal Data Protection Act.

**Further notes on exercising voting rights by means of postal voting and on giving authorisations and instructions to the proxies appointed by the company**

Once they have registered in good time, shareholders can until 6.00 pm (CEST) on 3 July 2023 use mail and email as described above and our investor portal to cast, revoke or amend their vote by postal vote until the close of voting, to give authorisation and voting instructions to proxies appointed by the company, to revoke or amend them, up to the times determined for voting purposes by the person chairing the meeting (whereby these times are determined and announced by the chair of the meeting in the audio and video stream).

If an individual vote is to be held on an agenda item and this was not announced before the Annual General Meeting, the vote cast or instruction given for this agenda item is deemed to be also a vote cast or instruction given for every point of the individual vote.

If postal votes or declarations giving authorisation and instructions to proxies appointed by the company are received in good time via several permitted communications channels and it is not evident which was made last, they are counted in the following order, regardless of the time of their receipt: 1. via the investor portal, 2. by email, 3. on paper. If postal votes as well as the authorisation and instructions for proxies appointed by the company are received in good time via the same communications channel, postal votes take precedence over the authorisation and instructions given to proxies appointed by the company. The last revocation of a declaration that is received in good time is decisive.

**Opposing motions and nominations by shareholders pursuant to Secs. 118a (1) sentence 2 no. 3, 126 (1) and (4), 127 AktG**

Shareholders may send the company opposing motions and nominate candidates for items on the agenda before the Annual General Meeting. If the shareholder sends them at least 14 days before the Annual General Meeting, i.e. before **midnight (CEST) on Monday, 19 June 2023** to the company at the address below, the company will make public on its website at

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting any opposing motions pursuant to Sec. 126 AktG and nominations pursuant to Sec. 127 AktG, including the name of the shareholder, the reasoning, which is not necessary for nominating candidates, however, and any comments by management. For nominations for the election of Supervisory Board members it will also publish comments and disclosures by the Managing Board on the composition of the Supervisory Board in accordance with Sec. 127 sentence 4 AktG in conjunction with Sec. 96 (2) AktG.

VIB Vermögen AG  
Managing Board  
Tilly-Park 1  
86633 Neuburg/Danube  
Fax: +49 (0) 8431 9077 1999  
Email: [hauptversammlung@vib-ag.de](mailto:hauptversammlung@vib-ag.de)

Publication is also subject to all other requirements of Sec. 126 and/or 127 AktG being met.

Motions within the meaning of Sec. 126 AktG and nominations within the meaning of Sec. 127 AktG are deemed by Sec. 126 (4) AktG to have been made at the time they are made public. Opposing motions and nominations by shareholders to be made public pursuant to Sec. 126 or Sec. 127 AktG are deemed by Sec. 126 (4) AktG to have been made at the time they are made public. Votes may be cast on them via the channels mentioned above after shareholders have registered in good time for the Annual General Meeting. If the shareholder tabling the motion is not entered in the share register as a company shareholder and is not properly registered for the Annual General Meeting (see above “Conditions for attending the virtual Annual General Meeting and exercising voting rights”), the motion does not have to be debated at the Annual General Meeting.

Opposing motions and nominations for elections and other motions may also be made during the Annual General Meeting by way of video communication, i.e., by exercising the right to speak (see notes below on the right to speak).

### **Right to submit comments pursuant to Secs. 118a (1) sentence 2 no. 6, 130a (1) to (4) AktG**

Shareholders or their proxies that are properly registered for the Annual General Meeting have the right to submit comments on the agenda items by means of electronic communication until five days before the meeting, not including the date of receipt and the date of the Annual General Meeting, i.e., until **midnight (CEST) on Wednesday, 28 June 2023**. Comments may only be submitted in text form by email to

[hauptversammlung@vib-ag.de](mailto:hauptversammlung@vib-ag.de)

Comments may not exceed 10,000 characters (including spaces) in length. The company will make the comments public by no later than four days before the Annual General Meeting, i.e., by midnight on 29 June 2023, mentioning the name of the shareholder submitting them, on the password-protected investor portal for properly registered shareholders and their proxies at the company's website

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting. Comments will not be made public if they consist of more than 10,000 characters (including spaces), include any insulting, criminal, obviously false or misleading contents or the shareholder indicates that they do not intend to attend the virtual Annual General Meeting or appoint a proxy (Sec. 130a (3) sentence 4 in conjunction with Sec. 126 (2) sentence 1, no. 1, no. 3 or no. 6 AktG).

The opportunity to submit comments does not constitute an opportunity to submit questions in advance pursuant to Sec. 131 (1a) AktG. Any questions in the comments will therefore not be answered in the virtual Annual General Meeting, unless they are asked by means of video communication at the Annual General Meeting. Any motions, nominations and objections to resolutions by the Annual General Meeting included in the comments will also be ignored. These may only be submitted or made separately via the channels indicated in this invitation.

### **Right to speak pursuant to Secs. 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG**

Shareholders or their proxies with an electronic connection to the Annual General Meeting have the right to speak at the meeting, which is exercised by way of video communications. Shareholders or their proxies can register to speak in the password-protected investor portal from the start of the Annual General Meeting.

Speeches may include motions and nominations pursuant to Sec. 118a (1) sentence 2 no. 3 AktG and requests for information of any kind pursuant to Sec. 131 AktG.

In accordance with Art. 9 (7) of the company's articles of association, the chair of the meeting may restrict the time available to shareholders for speaking and asking questions to a reasonable amount. In particular, the chair is entitled at the start of or during the Annual General Meeting to define a reasonable period of time for the entire Annual General Meeting, for discussing individual agenda items and for individual questions and speeches.

In order to exercise their right to speak, shareholders or their proxies require an internet-enabled device (PC, laptop or tablet computer, smartphone) with a camera and a microphone that can be accessed from the browser, and a stable internet connection. The company reserves the right to verify the functionality of the video communications between the shareholder and/or proxy and the company in the meeting and before they speak, and to refuse permission to speak if this functionality is not assured.

### **Right to information pursuant to Secs. 118a (1) sentence 2 no. 4, 131 (1) AktG**

In accordance with Sec. 131 (1) AktG, all shareholders must on request be given information about company matters by the Managing Board in the general meeting, to the extent that the information is necessary for the proper evaluation of an agenda item and there is no right to refuse the information. The Managing Board's obligation to provide information extends to the company's legal and commercial relations with its affiliated companies. Furthermore, the information obligation relates to the position of the group and the companies included in the consolidated financial statements.

The intention is for the person chairing the meeting to determine that the information right under Sec. 131 (1) AktG can only be exercised in the Annual General Meeting by means of video communications, i.e., in the course of exercising the right to speak (for details see the section, "Right to speak").

Sec. 131 (4) sentence 1 AktG stipulates that if one shareholder has been given information outside the Annual General Meeting in their capacity as a shareholder, then this information must be given on request to all other shareholders or their proxies at the Annual General Meeting, even if it is not necessary for the proper evaluation of an agenda item. In the course of the virtual Annual General Meeting, it will be ensured that shareholders or their proxies with an electronic connection to the Annual General Meeting can transmit their request pursuant to Sec. 131 (4) sentence 1 AktG by means of electronic communications via the password-protected investor portal during the Annual General Meeting.

### **Objections against resolutions by the general meeting, Sec. 118a (1) sentence 2 no. 8, Sec. 245 AktG**

Shareholders and their proxies that have been properly registered and have an electronic connection to the Annual General Meeting have the right to make objections to resolutions by the Annual General Meeting by means of electronic communications. Any such objections can be made from the beginning to the end of the Annual General Meeting via the password-protected investor portal on the company website at

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting. The notary has authorised the company to accept objections via the password-protected investor portal and will receive the objections via the password-protected investor portal. For online access we refer to the notes above in the section “Access to the password-protected investor portal and electronic connection to the meeting”.

### **Data protection**

The company collects personal data on the shareholders and/or their proxies when they register for the Annual General Meeting, exercise their shareholder rights relating to the Annual General Meeting, particularly their voting rights, and authorise proxies to vote for them. Data are collected for the purpose of enabling shareholders to exercise their rights relating to the virtual Annual General Meeting. The company processes the personal data as the controller in accordance with the General Data Protection Regulation (GDPR) and the German Federal Data Protection Act (BDSG). We give high priority to protecting your data and processing them lawfully. All the necessary information and comments on the processing of shareholders' personal information in the context of the Annual General Meeting on 4 July 2023 (the “AGM Data Protection Policy”) is available on the company website at

<https://www.vib-ag.de>

under Investor Relations/Annual General Meeting. We will also be happy to send it to you by post. If you have any other questions, you can approach the data protection officer at any time, whose contact details are also in the AGM Data Protection Policy. Shareholders appointing a proxy are requested to provide them with the data protection information.

**Neuburg / Danube, May 2023**

**VIB Vermögen AG**

**Managing Board**